## AMENDMENT

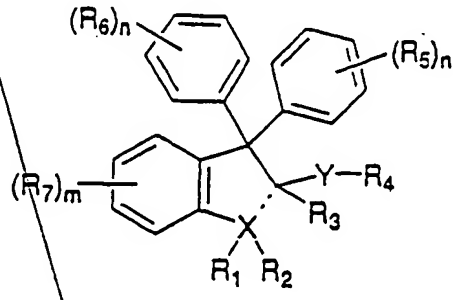
Please amend the above-captioned application as follows:

*In The Claims*:

Please amend claims 1, 3, 4, 6, 7, and 11 as follows:

-- 1. A compound having the structural formula:

(I)




or a pharmaceutically acceptable salt or hydrate thereof, wherein:

m is 0, 1, 2, 3 or 4;

each n is independently 0, 1, 2, 3, 4 or 5;

X is C;

Y is absent, $(C_1-C_6)$ alkyl, $(C_1-C_6)$ alkenyl or $(C_1-C_6)$ alkynyl;

$R_1$ is absent, -OR, -SR, =O, =S, =N-OR, -O-C(O)R, -S-C(O)R, -O-C(S)R, -S-C(S)R, or when taken together with $R_2$ is a 3-8 membered heterocycloalkyl or a substituted 3-8 membered heterocycloalkyl;

$R_2$ is absent or -H;

$R_3$ is absent or -H;

$R_4$ is -H, -OR', -SR', $-NR'_2$, -CN, $-NO_2$, $(C_3-C_8)$ cycloalkyl, 3-8 membered heterocycloalkyl, -C(O)R', -C(S)R', -C(O)OR', -C(S)OR', -C(O)SR', -C(S)SR', $-C(O)NR'_2$ or $-C(S)NR'_2$;

each $R_5$, $R_6$ and $R_7$ is independently selected from the group consisting of -halogen, -R', -OR', -SR', $-NR'_2$, $-ONR'_2$, $-SNR'_2$, $-NO_2$, -CN, -C(O)R', -C(S)R', -C(O)OR', -C(O)SR', -C(S)OR', -CS(S)R', $-C(O)NR'_2$, $-C(S)NR'_2$, -C(O)NR'(OR'), -C(S)NR'(OR'); -C(O)NR'(SR'), -C(S)NR'(SR'), $-CH(CN)_2$, $-CH[C(O)R']_2$, $-CH[C(S)R']_2$, $-CH[C(O)OR']_2$, $-CH[C(S)OR']_2$, $-CH[C(O)SR']_2$ and $-CH[C(S)SR']_2$;

each R is independently selected from the group consisting of -H, ($C_1$-$C_6$) alkyl, ($C_1$-$C_6$) alkenyl, ($C_1$-$C_6$) alkynyl, ($C_5$-$C_{20}$) aryl, substituted ($C_5$-$C_{20}$) aryl, ($C_6$-$C_{26}$) alkaryl and substituted ($C_6$-$C_{26}$) alkaryl;

the heterocycloalkyl substituents are each independently selected from the group consisting of -CN, -$NO_2$, -$NR'_2$, -OR', -C(O)$NR'_2$, -C(S)$NR'_2$, -C(O)OR', -C(S)OR', -C(O)SR', -C(S)SR' and trihalomethyl;

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the aryl and alkaryl substituents are each independently selected from the group consisting of halogen, -C(O)R', -C(S)R', -C(O)OR', -C(S)OR', -C(O)SR', -C(S)SR', -C(O)$NR'_2$, -C(S)$NR'_2$ and trihalomethyl;

each R' is independently selected from the group consisting of -H, ($C_1$-$C_6$) alkyl, ($C_1$-$C_6$) alkenyl and ($C_1$-$C_6$) alkynyl;

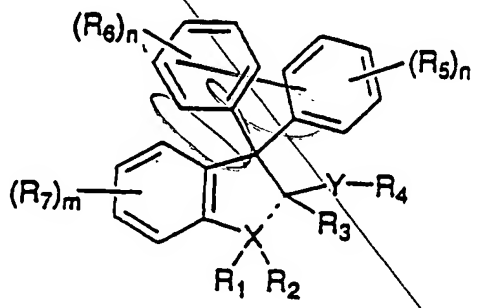
--- designates a single or double bond; and

wherein when X is C and $R_1$ is =O or -OH, at least one of $R_5$, $R_6$ or $R_7$ is other than -H, or Y is present or $R_4$ is other than -H.

3. A pharmaceutical composition comprising a compound and a pharmaceutically acceptable excipient, carrier or diluent, said compound having the structural formula:

A2

(I)



or a pharmaceutically acceptable salt or hydrates thereof, wherein:

m is 0, 1, 2, 3 or 4;

each n is independently 0, 1, 2, 3, 4 or 5;

X is C;

Y is absent, $(C_1-C_6)$ alkyl, $(C_1-C_6)$ alkenyl or $(C_1-C_6)$ alkynyl;

$R_1$ is absent, -OR, -SR, =O, =S, =N-OR, -O-C(O)R, -S-C(O)R, -O-C(S)R, -S-C(S)R, or when taken together with $R_2$ is a 3-8 membered heterocycloalkyl or a substituted 3-8 membered heterocycloalkyl;

$R_2$ is absent or -H;

$R_3$ is absent or -H;

A2

$R_4$ is -H, -OR', -SR', $-NR'_2$, -CN, $-NO_2$, $(C_3-C_8)$ cycloalkyl, 3-8 membered heterocycloalkyl, -C(O)R', -C(S)R', -C(O)OR', -C(S)OR', -C(O)SR', -C(S)SR', $-C(O)NR'_2$ or $-C(S)NR'_2$;

each $R_5$, $R_6$ and $R_7$ is independently selected from the group consisting of -halogen, -R', -OR', -SR', $-NR'_2$, $-ONR'_2$, $-SNR'_2$, $-NO_2$, -CN, -C(O)R', -C(S)R', -C(O)OR', -C(O)SR', -C(S)OR', -CS(S)R', $-C(O)NR'_2$, $-C(S)NR'_2$, -C(O)NR'(OR'), -C(S)NR'(OR'); -C(O)NR'(SR'), -C(S)NR'(SR'), $-CH(CN)_2$, $-CH[C(O)R']_2$, $-CH[C(S)R']_2$, $-CH[C(O)OR']_2$, $-CH[C(S)OR']_2$, $-CH[C(O)SR']_2$ and $-CH[C(S)SR']_2$;

each R is independently selected from the group consisting of -H, $(C_1-C_6)$ alkyl, $(C_1-C_6)$ alkenyl, $(C_1-C_6)$ alkynyl, $(C_5-C_{20})$ aryl, substituted $(C_5-C_{20})$ aryl, $(C_6-C_{26})$ alkaryl and substituted $(C_6-C_{26})$ alkaryl;

the heterocycloalkyl substituents are each independently selected from the group consisting of -CN, $-NO_2$, $-NR'_2$, -OR', $-C(O)NR'_2$, $-C(S)NR'_2$, -C(O)OR', -C(S)OR', -C(O)SR', -C(S)SR' and trihalomethyl;

the aryl and alkaryl substituents are each independently selected from the group consisting of halogen, -C(O)R', -C(S)R', -C(O)OR', -C(S)OR', -C(O)SR', -C(S)SR', $-C(O)NR'_2$, $-C(S)NR'_2$ and trihalomethyl;

each R′ is independently selected from the group consisting of -H, ($C_1$-$C_6$) alkyl, ($C_1$-$C_6$) alkenyl and ($C_1$-$C_6$) alkynyl; and

--- designates a single or double bond.

4. The pharmaceutical composition of Claim 3, wherein in the compound of structural formula (I):

m is 0 or 1;

each n is independently 0 or 1;

X is C;

A2 Y is absent, ($C_1$-$C_3$) alkyl, ($C_1$-$C_3$) alkenyl or ($C_1$-$C_3$) alkynyl;

$R_1$ is absent -H, -OR, =O, $-NR_2$, =N-OR, -O-C(O)R, or when taken together with $R_2$ is 3-5 membered oxirane or 3-5 membered substituted oxirane;

$R_2$ is absent or -H;

$R_3$ is absent or -H;

$R_4$ is -H, -OR, $-NR_2$, -CN, -C(O)OR, $-C(O)NR_2$ or 5-6 membered dioxoycycloalkyl;

each $R_5$, $R_6$ and $R_7$ is independently selected from the group consisting of -R′, -F, -Cl or -Br;

each R is independently selected from the group consisting of -H, ($C_1$-$C_3$) alkyl, ($C_1$-$C_3$) alkenyl, ($C_1$-$C_3$) alkynyl, ($C_5$-$C_{10}$) aryl, substituted ($C_5$-$C_{10}$) aryl, ($C_6$-$C_{13}$) alkaryl, substituted $C_6$-$C_{13}$) alkaryl;

the oxirane substituent is -CN, $-NO_2$, $-NR'_2$, -OR′ and trihalomethyl;

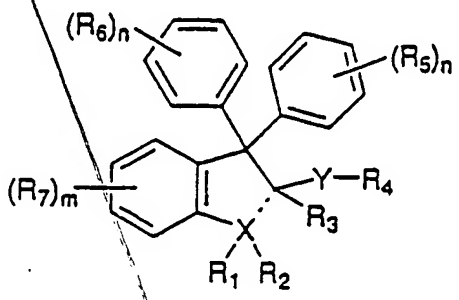
the aryl and alkaryl substituents are each independently selected from the group consisting of -F, -Cl, -Br, -CN, $-NO_2$, $-NR'_2$, -C(O)R′, -C(O)OR′ and trihalomethyl;

R′ is -H, ($C_1$-$C_3$) alkyl, ($C_1$-$C_3$) alkenyl or ($C_1$-$C_3$) alkynyl; and

--- is a single or double bond.

6. A method of inhibiting mammalian cell proliferation, said method comprising the step of contacting a mammalian cell *in situ* with an effective amount of a compound having the structural formula:

(I)




A3

or a pharmaceutically acceptable salt or hydrate thereof, wherein:

m is 0, 1, 2, 3 or 4;

each n is independently 0, 1, 2, 3, 4 or 5;

X is C;

Y is absent, ($C_1$-$C_6$) alkyl, ($C_1$-$C_6$) alkenyl or ($C_1$-$C_6$) alkynyl;

$R_1$ is absent, -OR, -SR, =O, =S, =N-OR, -O-C(O)R, -S-C(O)R, -O-C(S)R, -S-C(S)R, or when taken together with $R_2$ is a 3-8 membered heterocycloalkyl or a substituted 3-8 membered heterocycloalkyl;

$R_2$ is absent or -H;

$R_3$ is absent or -H;

$R_4$ is -H, -OR', -SR', -NR'$_2$, -CN, -$NO_2$, ($C_3$-$C_8$) cycloalkyl, 3-8 membered heterocycloalkyl, -C(O)R', -C(S)R', -C(O)OR', -C(S)OR', -C(O)SR', -C(S)SR', -C(O)NR'$_2$ or -C(S)NR'$_2$;

each $R_5$, $R_6$ and $R_7$ is independently selected from the group consisting of -halogen, -R', -OR', -SR', -NR'$_2$, -ONR'$_2$, -SNR'$_2$, -$NO_2$, -CN, -C(O)R', -C(S)R', -C(O)OR', -C(O)SR', -C(S)OR', -CS(S)R', -C(O)NR'$_2$, -C(S)NR'$_2$, -C(O)NR'(OR'),

$-C(S)NR'(OR')$; $-C(O)NR'(SR')$, $-C(S)NR'(SR')$, $-CH(CN)_2$, $-CH[C(O)R']_2$, $-CH[C(S)R']_2$, $-CH[C(O)OR']_2$, $-CH[C(S)OR']_2$, $-CH[C(O)SR']_2$ and $-CH[C(S)SR']_2$;

each R is independently selected from the group consisting of -H, $(C_1-C_6)$ alkyl, $(C_1-C_6)$ alkenyl, $(C_1-C_6)$ alkynyl, $(C_5-C_{20})$ aryl, substituted $(C_5-C_{20})$ aryl, $(C_6-C_{26})$ alkaryl and substituted $(C_6-C_{26})$ alkaryl;

the heterocycloalkyl substituents are each independently selected from the group consisting of -CN, $-NO_2$, $-NR'_2$, -OR', $-C(O)NR'_2$, $-C(S)NR'_2$, $-C(O)OR'$, $-C(S)OR'$, $-C(O)SR'$, $-C(S)SR'$ and trihalomethyl;

the aryl and alkaryl substituents are each independently selected from the group consisting of halogen, $-C(O)R'$, $-C(S)R'$, $-C(O)OR'$, $-C(S)OR'$, $-C(O)SR'$, $-C(S)SR'$, $-C(O)NR'_2$, $-C(S)NR'_2$ and trihalomethyl;

A3

each R' is independently selected from the group consisting of -H, $(C_1-C_6)$ alkyl, $(C_1-C_6)$ alkenyl and $(C_1-C_6)$ alkynyl; and

--- designates a single or double bond.

7. The method of Claim 6, wherein in the compound of structural formula (I):

m is 0 or 1;

each n is independently 0 or 1;

X is C;

Y is absent, $(C_1-C_3)$ alkyl, $(C_1-C_3)$ alkenyl or $(C_1-C_3)$ alkynyl;

$R_1$ is absent -H, -OR, =O, $-NR_2$, =N-OR, -O-C(O)R, or when taken together with $R_2$ is 3-5 membered oxirane or 3-5 membered substituted oxirane;

$R_2$ is absent or -H;

$R_3$ is absent or -H;

$R_4$ is -H, -OR, $-NR_2$, -CN, -C(O)OR, $-C(O)NR_2$ or 5-6 membered dioxoycycloalkyl;

each $R_5$, $R_6$ and $R_7$ is independently selected from the group consisting of -R', -F, -Cl or -Br;

each R is independently selected from the group consisting of -H, ($C_1$-$C_3$) alkyl, ($C_1$-$C_3$) alkenyl, ($C_1$-$C_3$) alkynyl, ($C_5$-$C_{10}$) aryl, substituted ($C_5$-$C_{10}$) aryl, ($C_6$-$C_{13}$) alkaryl, substituted $C_6$-$C_{13}$) alkaryl;

the oxirane substituent is -CN, -$NO_2$, -$NR'_2$, -OR' and trihalomethyl;

A3

the aryl and alkaryl substituents are each independently selected from the group consisting of -F, -Cl, -Br, -CN, -$NO_2$, -$NR'_2$, -C(O)R', -C(O)OR' and trihalomethyl;

R' is -H, ($C_1$-$C_3$) alkyl, ($C_1$-$C_3$) alkenyl or ($C_1$-$C_3$) alkynyl; and

--- is a single or double bond.

11. The method of Claim 10, wherein in the compound of structural formula (I):

A4

m is 0 or 1;

each n is independently 0 or 1;

X is C;

Y is absent, ($C_1$-$C_3$) alkyl, ($C_1$-$C_3$) alkenyl or ($C_1$-$C_3$) alkynyl;

$R_1$ is absent -H, -OR, =O, -$NR_2$, =N-OR, -O-C(O)R, or when taken together with $R_2$ is 3-5 membered oxirane or 3-5 membered substituted oxirane;

$R_2$ is absent or -H;

$R_3$ is absent or -H;

$R_4$ is -H, -OR, $-NR_2$, -CN, -C(O)OR, $-C(O)NR_2$ or 5-6 membered dioxoycycloalkyl;

each $R_5$, $R_6$ and $R_7$ is independently selected from the group consisting of -R', -F, -Cl or -Br;

each R is independently selected from the group consisting of -H, ($C_1$-$C_3$) alkyl, ($C_1$-$C_3$) alkenyl, ($C_1$-$C_3$) alkynyl, ($C_5$-$C_{10}$) aryl, substituted ($C_5$-$C_{10}$) aryl, ($C_6$-$C_{13}$) alkaryl, substituted $C_6$-$C_{13}$) alkaryl;

A4

the oxirane substituent is -CN, $-NO_2$, $-NR'_2$, -OR' and trihalomethyl;

the aryl and alkaryl substituents are each independently selected from the group consisting of -F, -Cl, -Br, -CN, $-NO_2$, $-NR'_2$, -C(O)R', -C(O)OR' and trihalomethyl;

R' is -H, ($C_1$-$C_3$) alkyl, ($C_1$-$C_3$) alkenyl or ($C_1$-$C_3$) alkynyl; and

--- is a single or double bond.--